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Attorneys for the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|                                     |   |                         |
|-------------------------------------|---|-------------------------|
| In re:                              | ) | Chapter 11              |
|                                     | ) |                         |
| DELPHI CORPORATION, <u>et al.</u> , | ) | Case No. 05-44481 (RDD) |
|                                     | ) |                         |
| Debtors.                            | ) |                         |
|                                     | ) | Jointly Administered    |
|                                     | ) |                         |

**SIXTH SUPPLEMENTAL AFFIDAVIT OF ROBERT J. ROSENBERG REGARDING  
THE RETENTION OF LATHAM & WATKINS LLP AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS**

STATE OF NEW YORK )

) ss:

COUNTY OF NEW YORK )

ROBERT J. ROSENBERG, being duly sworn, deposes and says:

1. I am a partner in the firm of Latham & Watkins LLP (“Latham & Watkins”), which maintains offices at 885 Third Avenue, Suite 1000, New York, New York 10022, and elsewhere. I am familiar with the matters set forth herein and submit this supplemental affidavit (the “Supplemental Affidavit”) regarding the retention of Latham & Watkins as counsel to the

official committee of unsecured creditors (the “Committee”) appointed in the above-captioned cases.

### **BACKGROUND**

2. On November 17, 2005, The Committee filed its Application of the Official Committee of Unsecured Creditors For Order Authorizing and Approving the Employment and Retention of Latham & Watkins LLP as Counsel, Nunc Pro Tunc to October 17, 2005 (the “Retention Application”).

3. On November 30, 2005, this Court entered its Interim Order Authorizing Employment and Retention of Latham & Watkins as Counsel for the Official Committee of Unsecured Creditors (the “Interim Order”). The Interim Order approved Latham & Watkins’ retention by the Committee on an interim basis with respect to Delphi Corporation and its affiliated debtors (collectively, “Delphi” or the “Debtors”), and on a final basis with respect to all other parties in interest in these cases.

4. On January 6, 2006, this Court entered an order (the “Final Order”) approving Latham & Watkins’ retention on a final basis.

5. On January 18, 2006, Latham & Watkins filed its First Supplemental Affidavit of Robert J. Rosenberg in Support of the Retention of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors (the “First Supplemental Affidavit”).

6. On January 23, 2006, Latham & Watkins filed its Second Supplemental Affidavit of Robert J. Rosenberg in Support of the Retention of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors (the “Second Supplemental Affidavit”).

7. On June 15, 2006, Latham & Watkins filed its Third Supplemental Affidavit of Robert J. Rosenberg Regarding the Retention of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors (the “Third Supplemental Affidavit”).

8. On September 26, 2006, Latham & Watkins filed its Fourth Supplemental Affidavit of Robert J. Rosenberg Regarding the Retention of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors (the "Fourth Supplemental Affidavit").

9. On January 24, 2007, Latham & Watkins filed its Fifth Supplemental Affidavit of Robert J. Rosenberg Regarding the Retention of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors (the "Fifth Supplemental Affidavit").

10. I am filing this Supplemental Affidavit to disclose certain facts relevant to Latham & Watkins' retention which have come to my attention since filing the Fifth Supplemental Affidavit.

**SUPPLEMENTAL DISCLOSURES IN RELATION TO CERTAIN OF LATHAM & WATKINS LLP'S CLIENTS**

11. Upon information and belief, Citation Corporation, and various of its affiliates and subsidiaries (collectively, "Citation"), are suppliers to the Debtors in these cases.

12. Latham & Watkins has in the past represented Citation in matters wholly unrelated to the Debtors and these cases.

13. On March 12, 2007, Citation and certain of its affiliates filed for chapter 11 bankruptcy protection in the Northern District of Alabama (the "Citation Bankruptcy"). On the same date, Citation filed an application seeking to retain Latham & Watkins as co-counsel to the debtors in the Citation Bankruptcy (the "Citation Retention Application"). As part of the Citation Retention Application, Latham & Watkins disclosed that it currently represents the Committee in these cases.

14. Schedule I to the Citation Retention Application lists Delphi Packard Electric Systems ("Delphi Packard"), an affiliate and non-debtor foreign subsidiary of Delphi, as a "General Unsecured Creditor," and lists Delphi Corporation as a "Major Customer" of Citation.

15. The Latham & Watkins team representing Citation in the Citation Bankruptcy is separate from the team that is representing the Committee in these cases, and ethical walls have been established to ensure that there is no contact between the two teams relevant to the Citation Bankruptcy or these cases and that neither team has access to the files of the other team.

16. Furthermore, as stated in the Affidavit of Josef Athanas, which is attached to the Citation Retention Application, the Citation Bankruptcy is:

“subject to the same restrictions Latham & Watkins places on all such representations in the context of a chapter 11 debtor representation. Without obtaining appropriate waivers, Latham & Watkins will not represent [Citation] in an adversary proceeding against any client, [including the Debtors].”

See Affidavit of Josef S. Athanas, p. 7-8. Citation has engaged co-counsel to represent it should any such matter arise, and Latham & Watkins is prepared to utilize conflicts counsel for the same purpose in these cases with respect to Citation and its affiliates, if necessary.

**CONCLUSION**

17. In light of the facts set forth above, Latham & Watkins believes that it continues to represent no interests materially adverse to the Debtors' individual creditors or the Committee with respect to these cases and, therefore, remains eligible to continue serving as counsel to the Committee.

EXECUTED this 27<sup>th</sup> day of March, 2007 at New York, New York

/s/ Robert J. Rosenberg  
Robert J. Rosenberg

Sworn to before me this  
27<sup>th</sup> day of March, 2007

/s/ Barbara A. Gombert  
Barbara A. Gombert  
Notary Public, State of New York  
No. 52-6551110  
Qualified in Suffolk County  
Commission Expires 10/31/10